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12 Counterdefendants
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14 SEMICONDUCTOR, INC.
15 ALPHA & OMEGA
16 SEMICONDUCTOR, LTD.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

19 ALPHA & OMEGA
20 SEMICONDUCTOR, INC., a
21 California corporation; and ALPHA &
OMEGA SEMICONDUCTOR, LTD., a
Bermuda corporation.

Plaintiffs.

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24 FAIRCHILD SEMICONDUCTOR
25 CORP., a Delaware corporation.

Defendant

AND RELATED COUNTERCLAIMS

Case No. 07-2638 JSW (EDL)
(Consolidated with Case No. 07-2664 JSW)

**DECLARATION OF FRANCOIS
HEBERT IN SUPPORT OF
PLAINTIFF'S REPLY IN SUPPORT OF
ITS MOTION FOR A PROTECTIVE
ORDER**

Date: December 18, 2007

Date: December
Time: 9:00 a.m.

Time: 9:00 a.m.
Location: Courtroom E, 15th Floor

Judge: Hon. Elizabeth D. Laporte

1 I, François Hébert, declare as follows:

2 1. I am the Chief Technology Officer for Alpha & Omega Semiconductor, Inc.
3 ("AOS.")

4 2. My educational background includes a Bachelor's degree in Electrical Engineering
5 in 1984 from the University of Waterloo, a Master's degree in Electrical Engineering in
6 1985 from the University of Waterloo and a Ph.D in Electrical Engineering from the
7 University of Waterloo in 1988.

8 3. I have worked in the semiconductor industry for more than 20 years. I have
9 worked in the power MOSFET industry for more than 12 years, and I have extensive
10 knowledge regarding the structure, design, simulation, manufacturing, characterization
11 and performance of these devices.

12 4. I have reviewed Fairchild Semiconductor Corporation's Opposition to Plaintiff's
13 Motion for a Protective Order to Prohibit Disclosure of Confidential Information to Dr.
14 Richard A. Blanchard (the "Fairchild Opposition.")

15 5. I know Dr. Blanchard personally, having worked with him at Fultec
16 Semiconductor, Inc. I was Vice President of Semiconductor Technology at Fultec. Dr.
17 Blanchard was hired by the Board of Directors and President/CEO of Fultec, before I
18 joined Fultec, so I did not research his background in detail at that time.

19 6. In May 2007, shortly after AOS's lawsuit against Fairchild Semiconductor began, I
20 contacted a number of individuals about the possibility of assisting AOS as experts or
21 technical consultants. Dr. Richard Blanchard was one of these individuals.

22 7. My communications with Dr. Blanchard were very preliminary at that time. I had
23 discussions with a number of possible candidates, and there was no need to conduct
24 extensive due diligence until I determined who was available to assist us.

25 8. At the time I contacted Dr. Blanchard, I did not do an extensive search of his
26 background at the time and was unaware of any extensive consulting work that he may
27 have been involved in besides Fultec Semiconductor.

28 9. Dr. Blanchard's coordinator at Silicon Valley Expert Witness Group ("SVEWG")

1 informed me that Dr. Blanchard could not assist AOS because SVEWG had a conflict.

2 10. In October 2007, I learned that Fairchild was seeking permission to disclose AOS's
3 confidential information to Dr. Blanchard, and that Fairchild intended to use Dr.
4 Blanchard as its expert witness in this litigation.

5 11. At that time, I conducted some due diligence regarding Dr. Blanchard's consulting
6 work.

7 12. I reviewed publicly available documents from the U.S. Patent and Trademark
8 Office that disclose that Dr. Blanchard has developed intellectual property for a number of
9 our competitors in the power MOSFET industry over the last five years including at least
10 Fultec Semiconductor, Inc., General Semiconductor, Inc., Third Dimension
11 Semiconductor, Inc., Siemens Corporation, and Tyco Electronics Corp.

12 13. These companies develop power MOSFET technology and compete with AOS in
13 the power MOSFET industry.

14 14. I also reviewed recent patents from the U.S. Patent and Trademark Office on which
15 Dr. Blanchard is a named inventor, and that are not assigned to any other person or entity.

16 15. It is my understanding and belief that Dr. Blanchard also develops intellectual
17 property on a free-lance basis that he sells to the highest bidder.

18 16. I also understand from the Fairchild Opposition that Dr. Blanchard currently
19 develops intellectual property for at least two of AOS's competitors in the power
20 MOSFET industry. I do not know the identities of these two companies, but Fairchild's
21 description of them strongly suggests that they are AOS's competitors in the power
22 MOSFET industry.

23 17. I also understand that Fairchild has refused to disclose all of Dr. Blanchard's recent
24 consulting work. This refusal only heightens AOS's concern regarding Dr. Blanchard.

25 18. It is my understanding the Dr. Blanchard's consulting work is not limited to
26 developing intellectual property, but also includes research and development of new
27 products and processes. AOS would be harmed if Dr. Blanchard used AOS's confidential
28 information in such consulting.

1 19. I believe that if Dr. Blanchard is given access to AOS's confidential technical and
2 business information, there would be a very significant risk that he would use that
3 information, intentionally or not, in his other consulting and intellectual property
4 development activities. For example, if he learned the confidential details of our
5 processing or device technology, it would be impossible for him to erase those details
6 from his mind when he is assisting other companies with very similar technology. If he
7 learned of a particularly effective AOS process method or device structure, it would be
8 difficult for him to advise his clients to continue using inferior methods. If he developed
9 an improvement on an AOS process or design, it would be difficult for him to seek a
10 patent on the improvement without disclosing the AOS design upon which the
11 improvement would be based.

12 20. AOS would be significantly harmed if the confidential details regarding its
13 products and processes and business information were to be disclosed to AOS's
14 competitors. If competitors could copy AOS's designs and processes, AOS could lose its
15 competitive edge, which could threaten AOS's sales if not its survival in the marketplace.

16 21. Likewise, AOS would be significantly harmed if the confidential details regarding
17 its products and processes were to be disclosed or claimed in patents or patent applications
18 by Dr. Blanchard and/or his clients. Again, mere disclosure would provide a competitive
19 edge to AOS's competitors. It would be disastrous for AOS if another company, knowing
20 AOS's products and processes, could obtain patents claiming those designs or processes.

21 22. In addition to the processes and structure employed in AOS's current products,
22 AOS would be significantly harmed if Dr. Blanchard were to disclose, even if
23 inadvertently, other competitive information regarding AOS's products. For example,
24 information regarding foundries that provide manufacturing, as well as their cost, volume,
25 and pricing information, is very sensitive and could provide a significant advantage to our
26 competitors if it is disclosed. AOS maintains many other types of confidential
27 information, such as financial information and competitive information, whose disclosure
28 could harm AOS.

1 23. As a result, AOS is unwilling to share its confidential process flows, recipes, wafer
2 information, or other confidential information with Dr. Blanchard because AOS would
3 suffer irreparable competitive harm if Dr. Blanchard were to, intentionally or not, use or
4 disclose such information in the course of his consulting for our competitors.

5 24. If I had known in May 2007 the details regarding Dr. Blanchard's consulting work
6 for AOS's competitors, AOS would not have been able to hire him as an expert in the
7 litigation. Once we learned about his extensive consulting activities, we would not have
8 been able to disclose to him the information he would need as an expert witness. AOS
9 simply values the confidentiality of its technical and competitive information too highly to
10 risk disclosing it to Dr. Blanchard.

11
12 I declare under penalty of perjury under the laws of the United States that the
13 foregoing is true and correct to my personal knowledge.

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15 Executed this 4th day of December, 2007, in Sunnyvale, California.

16
17 By François Hébert
18 François Hébert

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